

RECORDATION NO. 32425-F FILED

SEP 19 '02 12-34 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 18, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: GARC III 99-A Railcar Trust

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of the following secondary document, dated June 19, 2002, namely: Trust Indenture Supplement No. 2.

The enclosed document relates to the documents previously filed under Recordation Number 22425.

The names and addresses of the parties of the enclosed document are:

Owner Trustee: GARC III 99-A Railcar Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: State Street Bank and Trust Company
Two International Place
Boston, Massachusetts 02110

Mr. Vernon A. Williams
September 18, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

TIMX reporting marks and road numbers are changed to GATX as per the attached schedule.

A short summary of the document to appear in the index follows:

Trust Indenture Supplement No. 2.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 22425-F FILED

SEP 19 '02 12-8 4 PM

**TRUST INDENTURE SUPPLEMENT NO. 2 SURFACE TRANSPORTATION BOARD
(GARC III Trust No. 99-A)**

This Indenture Supplement No. 2 (GARC III Trust No. 99-A), dated June 19, 2002 (this "Indenture Supplement"), between GARC III 99-A Railcar Trust by Wilmington Trust Company, not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement (GARC III Trust No. 99-A), dated as of September 1, 1999 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and General Foods Credit Corporation, Owner Participant (the "Owner Participant");

WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GARC III Trust No. 99-A) dated as of September 1, 1999 (the "Indenture"), between the Owner Trustee and State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements recording any change in the reporting marks of any Unit covered by the Lease; and

WHEREAS, the Lease has been amended to change the reporting marks of the Equipment as described on Schedule A attached hereto and made a part hereof; and

NOW, THEREFORE, the reporting marks of certain Units of the Equipment described in Lease Supplement No. 1 are hereby changed as reflected on said Schedule.


This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

GARC III 99-A Railcar Trust
By: Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee

By: 
Name: **Charlotte Paglia**
Title: **Senior Financial Services Officer**


State Street Bank and Trust Company,
not in its individual capacity, but solely
as Indenture Trustee

By: _____
Name: _____
Title: _____

GARC III 99-A Railcar Trust
By: Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee

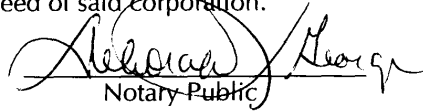
By: _____
Name:
Title:

State Street Bank and Trust Company,
not in its individual capacity, but solely
as Indenture Trustee

By: 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

State of Delaware)
) SS
County of New Castle)

On this 10 day of September 2002, before me personally appeared **Charlotte Paglia** to me personally known, who being by me duly sworn, say that he/she is **Senior Financial Services Officer** of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

SEAL
My Commission Expires:
DEBORAH L. GEORGE
NOTARY PUBLIC-DELAWARE
My Commission Expires Nov. 21, 2003

State of Massachusetts)
) SS
County of Suffolk)

On this ____ day of _____, 2002, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

SEAL
My Commission Expires:

State of Delaware)
) SS
County of New Castle)

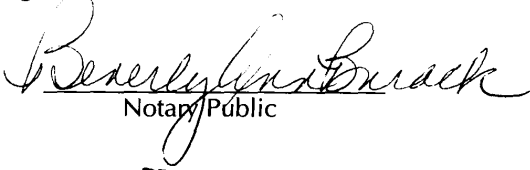
On this ___ day of _____, 2002, before me personally appeared _____,
to me personally known, who being by me duly sworn, say that he/she is _____
of Wilmington Trust Company, that said instrument was signed on such date on behalf of said
corporation by authority of its Board of Directors, and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

Notary Public

SEAL
My Commission Expires:

State of Massachusetts)
) SS
County of Suffolk)

On this 17th day of July, 2002, before me personally appeared
ALISON D.B. NADEAU to me personally known, who being by me duly sworn, say that he/she
VICE PRESIDENT of State Street Bank and Trust Company that said instrument was signed
on such date on behalf of said corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.


Notary Public

SEAL
My Commission Expires:

BEVERLY ANN BURACK
Notary Public
My Commission Expires April 16, 2004

Schedule A

New Car Number	Original Car Number	Description	DOT Classification
GATX 073100	TIMX 017000	Tank	111A100-W-3
GATX 073103	TIMX 017003	Tank	111A100-W-3
GATX 073106	TIMX 017006	Tank	111A100-W-3
GATX 073109	TIMX 017009	Tank	111A100-W-3
GATX 073112	TIMX 017012	Tank	111A100-W-1
GATX 073130	TIMX 017030	Tank	111A100-W-1
GATX 073139	TIMX 017039	Tank	111A100-W-3
GATX 073142	TIMX 017042	Tank	111A100-W-1
GATX 073148	TIMX 017048	Tank	111A100-W-3
GATX 073151	TIMX 017051	Tank	111A100-W-1
GATX 073157	TIMX 017057	Tank	111A100-W-1
GATX 073160	TIMX 017060	Tank	111A100-W-1
GATX 073163	TIMX 017063	Tank	111A100-W-1
GATX 073166	TIMX 017066	Tank	111A100-W-1
GATX 073169	TIMX 017069	Tank	111A100-W-1
GATX 073172	TIMX 017072	Tank	111A100-W-1
GATX 073175	TIMX 017075	Tank	111A100-W-1
GATX 073178	TIMX 017078	Tank	111A100-W-1
GATX 073181	TIMX 017081	Tank	111A100-W-1
GATX 073184	TIMX 017084	Tank	111A100-W-1
GATX 073187	TIMX 017087	Tank	111A100-W-1
GATX 073190	TIMX 017090	Tank	111A100-W-1
GATX 073193	TIMX 017093	Tank	111A100-W-1
GATX 073196	TIMX 017096	Tank	111A100-W-3
GATX 073199	TIMX 017099	Tank	111A100-W-1